

Counterpart - Kimbartman

19638

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
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20006-2973

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0100797025
19638 -A+B

OF COUNSEL
URBAN A. LESTER

October 2, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) executed copies of a Memorandum of Lease Agreement, dated as of September 30, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and four (4) copies of the following secondary documents related thereto: Memorandum of Loan and Security Agreement, and Memorandum of Lessee Security Agreement and Mortgage, both dated as of September 30, 1995.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Agreement
and
Memorandum of Lessee Security Agreement

Lessor: Frank W. McDonald, Jr.
777 Main Street
Hartford, Connecticut 06115

Lessee: New Jersey Transit Corporation
One Penn Plaza East
Newark, New Jersey 07105

LICENSING DIVISION

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Mr. Vernon A. Williams
October 2, 1995
Page 2

Memorandum of Loan and Security Agreement

Debtor: Shawmut Bank Connecticut, National Association
777 Main Street
Hartford, Connecticut 06115

Debtor: Frank W. McDonald, Jr.
777 Main Street
Hartford, Connecticut 06115

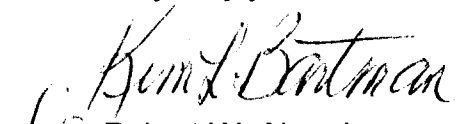
Secured Party: Utrecht-America Finance Co.
245 Park Avenue, 36th Floor
New York, New York 10167

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached to each of the aforesaid documents.

Also enclosed is a check in the amount of \$63.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three (3) stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

for 
Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/2/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/2/95^{at} 4:00PM, and assigned recordation number(s). 19638, 19638-A and 19638-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100797095)

\$ ~~63.00~~ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MEMORANDUM OF LEASE AGREEMENT
(Equipment Lot SS)

Memorandum of Lease Agreement (Equipment Lot SS), dated as of September 30, 1995, between Frank W. McDonald, Jr., not in his individual capacity but solely as Owner Trustee ("*Lessor*"), and New Jersey Transit Corporation, a body corporate and politic established in the Executive Branch of the State Government of New Jersey ("*Lessee*").

WITNESSETH:

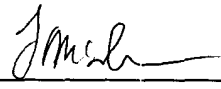
The parties hereto are entering into that certain Lease Agreement (Equipment Lot SS), dated as of September 30, 1995, whereby Lessor agrees to lease to Lessee and Lessee agrees to lease from Lessor the Items of Equipment specified on Exhibit A attached hereto.

The parties hereto wish to show for the public record the ownership of said Items of Equipment by Lessor and the leasehold interest therein of Lessee.

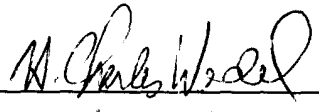
This Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FRANK W. McDONALD, JR.,
as Owner Trustee

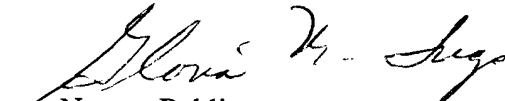
By 
Name:
Title:

NEW JERSEY TRANSIT
CORPORATION

By 
Name: H. Charles Wedel
Title: CFO

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 30th day of September, 1995, before me personally appeared FRANK W. McDONALD, JR., to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same.


Notary Public

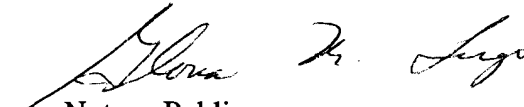
GLORIA M. LUGO
NOTARY PUBLIC, State of New York
No. 31-4983483
Qualified in New York County
Commission Expires June 15, ~~1999~~ 1997

[NOTARIAL SEAL]

My commission expires: 6/15/97

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 3rd day of September, 1995, before me personally appeared H. CHARLES WEDEL, to me personally known, who being by me duly sworn, said that he is the Chief Financial Officer of NEW JERSEY TRANSIT CORPORATION, that said instrument was signed on such date on behalf of said corporation on such day by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

GLORIA M. LUGO
NOTARY PUBLIC, State of New York
No. 31-4893483
Qualified in New York County
Commission Expires June 15, 1997

[NOTARIAL SEAL]

My commission expires: 6/15/97

EXHIBIT A

	Comet #	Serial #
22 units 1988 Comet II	5755	302
	5756	303
	5757	304
	5758	305
	5759	306
	5760	312
	5761	313
	5762	314
	5763	315
	5764	316
	5765	317
	5766	318
	5767	319
	5768	320
	5769	321
	5770	322
	5771	323
	5820	307
	5821	308
	5822	309
	5823	310
	5824	311
34 units 1991 Comet III Trailer	5500	559
	5501	560
	5502	562
	5503	563
	5504	565
	5505	567
	5506	569
	5507	570
	5508	572
	5509	574
	5510	576
	5511	577
	5512	579
	5513	581
	5514	582
	5515	584
	5516	586
	5517	588
	5518	590
	5519	592
	5520	594
	5521	595
	5522	596

	Comet #	Serial #
	5523	597
	5524	598
	5525	599
	5526	600
	5527	601
	5528	602
	5529	603
	5530	604
	5531	605
	5532	606
	5533	607
	5200	564
	5201	566
6 units	5202	587
1991 Comet III	5203	589
Trailer with toilets	5204	591
	5205	593